UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

AXION POWER INTERNATIONAL, INC., : WILLIAM AND TRACY AHEARN, h/w, SALLY FONNER, and JAMES SMITH, M.D.,

Civil Action No. 07-CV-11493 (RWS)

NOTICE OF APPEARANCE

Plaintiffs,:

V.

MERCATUS & PARTNERS, LTD., MF GLOBAL, INC., MF GLOBAL, UK, Ltd., CARI MASI a/k/a CARY MASI, BNP PARIBAS SECURITIES SERVICES, BANCA MB S.p.A, DWIGHT PARSCALE, STEPHANO CEVALO, CONTINENTAL STOCK TRANSFER AND TRUST COMPANY, PENSON FINANCIAL SERVICES, INC., AND BROWN BROTHERS HARRIMAN & CO.,

Defendants.:

To the Clerk of this court and all parties of record:

Enter my appearance as counsel in this case for Brown Brothers Harriman & Co.

Dated:

New York, New York February 7, 2008

SHEARMAN & STERLING LL

BY: -

Steven F. Molo Zachary H. Johnson 599 Lexington Avenue New York, NY 10022-6069 Telephone: (212) 848-4000 Facsimile: (212) 848-7179

Attorneys for Defendants Brown Brothers Harriman & Co.